

PLAN OF MERGER

Dated as of _____, 2013

of

Next Step Housing

into

Community Alternatives for Supportive Abodes

PLAN OF MERGER

1. Corporations Participating in Merger. The parties to this Merger are Community Alternatives for Supportive Abodes (the "Surviving Corporation"), and Next Step Housing (the "Merging Corporation"). The Surviving Corporation and the Merging Corporation are each North Carolina nonprofit corporations. The Merging Corporation will merge with and into the Surviving Corporation. The merger of the Merging Corporation with and into the Surviving Corporation is hereinafter referred to as the "Merger."

2. Name of Surviving Corporation. After the Merger, the Surviving Corporation will have the name "Community Alternatives for Supportive Abodes"

3. Merger. The Merger will be effected pursuant to the terms and conditions of this Plan of Merger. Upon the Effective Time of the Merger, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. The time when the Merger becomes effective is hereinafter referred to as the "Effective Time."

4. Effective Time of the Merger. The Effective Time of the Merger shall be the date of filing the Articles of Merger with the North Carolina Secretary of State's office.

5. Conversions of Memberships. None of the constituent parties have members and none will be created hereby.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time until thereafter amended as provided therein or in accordance with applicable law.

7. Bylaws. The Amended and Restated Bylaws of the Surviving Corporation shall be the Bylaws of the Surviving Corporation from and after the Effective Time, until thereafter amended as provided therein or in accordance with applicable law.

8. Effects of the Merger. On and after the Effective Time and pursuant to the North Carolina Nonprofit Corporation Act, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes of the Merging Corporation. All the property, real and personal, including causes of action and every other asset of each Merging Corporation shall vest in the Surviving Corporation without further act or deed. The Surviving Corporation shall assume and be liable for all the liabilities, obligations, and penalties of each Merging Corporation, including without limitation the liabilities attached hereto as Exhibit A.

9. Tax-Free. The Merger of the Merging Corporation with and into the Surviving Corporation is intended to qualify as a Tax-Free reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

10. Abandonment. At any time prior to the Effective Time, the Board of Directors of the Surviving Corporation may, in its discretion, abandon the Merger.

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